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No Cumulative Voting. The DGCL provides that stockholders are denied the right to cumulate votes in the election of directors unless a corporation's certificate of incorporation provides otherwise. The Company Certificate prohibits cumulative voting.

Limitation of Liability and Indemnification of Officers and Directors. The DGCL authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties as directors. The Company Certificate and Bylaws include provisions that indemnify, to the fullest extent allowable under the DGCL, the personal liability of directors or officers for monetary damages for actions taken as a director or officer of the Company, or for serving at our request as a director or officer or in another position at another corporation or enterprise, as the case may be. The Company Certificate and Bylaws also provide that we must indemnify and advance expenses to our directors and officers, subject to our receipt of an undertaking from the indemnitee as may be required under the DGCL. We are also expressly authorized to carry directors' and officers' insurance to protect the Company and our directors, officers, employees and agents from certain liabilities.

The limitation of liability and indemnification provisions in the Company Certificate and the Bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duties. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. We may be adversely affected to the extent that, in a class action or direct suit, we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. Except as set forth in the Company's periodic reports as incorporated herein by reference, there is currently no pending material litigation or proceeding involving any of our directors, officers, employees or agents for which indemnification is sought.

Authorized but Unissued Shares of Common Stock. Our authorized but unissued shares of Common Stock will be available for future issuance without approval by the holders of Common Stock. We may use additional shares for a variety of corporate purposes, including future public offerings to raise additional capital, employee benefit plans and as consideration for or to finance future acquisitions, investments or other purposes. The existence of authorized but unissued shares of Common Stock could render more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise.

Undesignated Preferred Stock. Our Company Certificate and Bylaws authorize undesignated Preferred Stock. As a result, our Board may, without the approval of holders of Common Stock, issue shares of Preferred Stock with super voting, special approval, dividend or other rights or preferences on a discriminatory basis that could impede the success of any attempt to acquire us. These and other provisions may have the effect of deferring, delaying or discouraging hostile takeovers, or changes in control or management of the Company.

Amendments to Organizational Documents

The DGCL provides generally that the affirmative vote of a majority of the shares entitled to vote on any matter is required to amend a corporation's certificate of incorporation or bylaws.

Listing

Our Common Stock is listed on the NYSE under the trading symbol "XPO."

Transfer Agent and Registrar

The transfer agent and registrar for the Common Stock is Computershare Trust Company, N.A., whose principal executive office is located at 250 Royall Street, Canton, MA 02021.

[Table of Contents](#)**SELLING STOCKHOLDERS**

The following table sets forth certain information provided to us by the selling stockholders with respect to the number of shares of Common Stock, including shares of Common Stock that may become issuable upon conversion of the Series C Preferred Stock, offered by the selling stockholders under this prospectus supplement. As of June 3, 2015, our outstanding equity securities consisted of 95,272,959 shares of Common Stock, 73,035 shares of Series A Preferred Stock and 562,525 shares of Series C Preferred Stock.

We have prepared the information in the table regarding the selling stockholders based on information given to us by, or on behalf of, the selling stockholders, before the date of this prospectus supplement. The ownership information provided below does not indicate beneficial ownership under Rule 13d-3 of the Exchange Act. Information about the selling stockholders may change from time to time. Any changed information given to us by the selling stockholders will be set forth in prospectus supplements or amendments to this prospectus supplement if and when necessary.

The selling stockholders may offer and sell all or a portion of their respective shares of Common Stock from time to time, but are under no obligation to offer or sell any of the shares of Common Stock. Because the selling stockholders may sell, transfer or otherwise dispose of all, some or none of the securities covered by this prospectus supplement, we cannot determine the number of such shares of Common Stock that will be sold, transferred or otherwise disposed of by the selling stockholders, or the amount or percentage of shares of our Common Stock that will be held by the selling stockholders upon termination of any particular offering. See “Plan of Distribution.” For purposes of the table below, we assume that the selling stockholders will sell all their shares of Common Stock covered by this prospectus supplement.

Selling stockholder	Common Stock			
	Number of Shares of Common Stock Owned Prior to Offering(1)	Number of Shares of Common Stock Offered for Sale(1)	Number of Shares of Common Stock Owned Assuming Sale of All Common Stock Offered	Percentage of Common Stock Owned Assuming Sale of All Common Stock Offered(2)
Anandar Event Opportunities Master Fund Ltd.	399,999	399,999	—	—
BlackRock High Yield V.I. Fund of BlackRock Variable Series Funds, Inc.	5,265	5,265	—	—
BlackRock High Yield Portfolio of the BlackRock Series Fund, Inc.	883	883	—	—
BlackRock Funds II, BlackRock High Yield Bond Portfolio	397,497	397,497	—	—
BlackRock Corporate High Yield Fund, Inc.	39,964	39,964	—	—
The Obsidian Master Fund	236,590	236,590	—	—
CA 534 Offshore Fund, Ltd.	157,734	157,734	—	—
Blackrock Multi-Strategy Master Fund Limited	39,428	39,428	—	—
Blackrock Credit Alpha Master Fund L.P.	433,753	433,753	—	—
Coral Blue Investment Pte. Ltd.	11,487,278	3,333,332	8,153,946	7.6%
Darsana Master Fund LP	2,222,222	2,222,222	—	—
Hudson Bay Master Fund LTD	3,088,898	3,088,898	—	—
Hudson Bay Equity Opportunities Master Fund LTD	466,656	466,656	—	—
MMF Moore ET Investments, LP	333,342	333,342	—	—
Moore Equity Strategies, LP	222,213	222,213	—	—
MSD Sparrowhawk, L.P.	444,444	444,444	—	—
MDC Capital 2010 Trust	1,444,443	1,444,443	—	—
Ontario Teachers' Pension Plan Board	7,706,022	4,444,444	3,261,578	3.0%
Pine River Master Fund Ltd	444,448	444,448	—	—
Pine River Ultra Master Fund Ltd	111,107	111,107	—	—
President and Fellows of Harvard College	4,444,444	4,444,444	—	—
Public Sector Pension Investment Board	13,637,746	2,222,222	11,415,524	10.6%
Quantum Partners LP	444,444	444,444	—	—
The Paul G. Allen Family Foundation	133,407	133,407	—	—
Fifth Street Station LLC	178,577	178,577	—	—
Palouse Investments LLC	88,015	88,015	—	—
York Select, L.P.	902,533	902,533	—	—
York Select Master Fund, L.P.	767,987	767,987	—	—
York Select Investors Master Fund, L.P.	203,690	203,690	—	—
MAP 156 Segregated Portfolio	188,698	188,698	—	—
Lyxor York Select Fund Limited	159,312	159,312	—	—

* Indicates less than one percent (1%)

- (1) The number of shares of Common Stock include the equivalent number of shares of Common Stock based on the conversion of the Series C Preferred Stock. The conversion ratio for the Series C Preferred Stock is 22.222 shares of Common Stock for each share of Series C Preferred Stock.
- (2) Based on 95,272,959 shares of Common Stock outstanding as of June 3, 2015 plus 12,500,546 shares of Common Stock that may become issuable on conversion of the Series C Preferred Stock.

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2015 Investment Agreements

On June 3, 2015, pursuant to fifteen separate Investment Agreements (the “[2015 Investment Agreements](#)”) with sovereign wealth funds and institutional investors (collectively, the “[2015 Investors](#)”), the Company issued to the 2015 Investors for \$1,260,000,0025 in cash: (i) an aggregate of 15,499,445 shares of Common Stock and (ii) an aggregate of 562,525 shares of Series C Preferred Stock that may become convertible into an aggregate of 12,500,546 shares of Common Stock. A copy of the form of the 2015 Investment Agreements is included as Exhibit 4.5 to the registration statement of which the prospectus accompanying this prospectus supplement is a part and incorporated by reference herein. The conversion of the Series C Preferred Stock into shares of Common Stock is conditioned on, and will occur automatically upon, the approval by the Company’s stockholders of the issuance of such shares under the applicable rules of the New York Stock Exchange. The Company intends to hold a special meeting of stockholders to obtain such approval.

Each of the 2015 Investment Agreements provides the applicable purchaser with customary demand registration rights and piggyback registration rights, subject to the limitations set forth in therein. Additionally, the Company agreed to file with the SEC a shelf registration statement within 30 days of the closing to enable the public resale of the shares of Common Stock issued or issuable on conversion of the Series C Preferred Stock issued pursuant to the 2015 Investment Agreements.

Registered Securities

This prospectus supplement relates to the resale of up to 27,999,991 shares of Common stock, including 12,500,546 shares of Common Stock that may become issuable in respect of 562,525 shares of Series C Common Stock, which securities were acquired by the 2015 Investors pursuant to the 2015 Investment Agreements.

[Table of Contents](#)**PLAN OF DISTRIBUTION**

The selling stockholders and any of their pledgees, donees, assignees, transferees and successors-in-interest may, from time to time, sell any or all of their securities covered by this prospectus supplement. These sales may be at fixed or negotiated prices. Subject to compliance with applicable law, the selling stockholders may use any one or more of the following methods when selling securities:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits the purchaser;
- block trades in which the broker-dealer will attempt to sell the securities as an agent but may position and resell a portion of the block as a principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its own account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- an underwritten offering;
- settlement of short sales entered into after the date of this prospectus supplement;
- agreements with broker-dealers to sell a specified number of such securities at a stipulated price;
- through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;
- a combination of any such methods of sale; or
- any other method permitted pursuant to applicable law.

The selling stockholders may effect such transactions by selling their securities covered by this prospectus supplement directly to purchasers, to or through broker-dealers, which may act as agents for the seller and buyer or principals, or to underwriters who acquire securities for their own account and resell them in one or more transactions. Such broker-dealers or underwriters may receive compensation in the form of discounts, concessions, or commissions from the selling stockholders and/or the purchasers of the securities covered by this prospectus supplement for whom such broker-dealers may act as agents or to whom they sell as principal, or both (which compensation as to a particular broker-dealer might be in excess of customary commissions) and such discounts, concessions, or commissions may be allowed or re-allowed or paid to dealers. Any public offering price and any discounts or concessions allowed or paid to dealers may be changed at different times.

The selling stockholders may also sell securities under Rule 144 under the Securities Act, if available, or in other transactions exempt from registration, rather than under this prospectus supplement.

The selling stockholders may pledge or grant a security interest in some or all of their securities and, if a selling stockholder defaults in the performance of their secured obligations, the pledgees or secured parties may, from time to time, offer and sell the pledged securities. The selling stockholders and any other persons participating in the sale or distribution of the securities will be subject to applicable provisions of the Securities Act, the Exchange Act, and the rules and regulations thereunder, including, without limitation, Regulation M. These provisions may restrict certain activities of, and limit the timing of purchases and sales of any of the securities by, the selling stockholders or any other person, which limitations may affect the marketability of the securities.

Upon our being notified in writing by a selling stockholder that any material arrangement has been entered into with an underwriter or broker-dealer for the sale of securities through a block trade, special offering, exchange distribution or secondary distribution or a purchase by a broker or dealer, a supplement to this prospectus supplement will be filed, if required, pursuant to Rule 424(b) under the Securities Act, disclosing certain material information, including (i) the name of the selling stockholder and of the participating underwriter(s) or broker-dealer(s), (ii) the number of securities involved, (iii) the price at which such securities were sold or the public offering price, as applicable, (iv) the discounts, commissions or other compensation paid to underwriters or broker-dealers and any discounts, commissions or concessions allowed or re-allowed or paid by any underwriters to dealers, where applicable, and (v) other facts material to the transaction.

The selling stockholders also may transfer the securities in other circumstances, in which case the transferees, pledgees or other successors-in-interest will be the selling beneficial owners for purposes of this prospectus supplement.

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We are paying all fees and expenses incident to the registration of the securities.

To the extent required, this prospectus supplement may be amended and/or supplemented from time to time to describe a specific plan of distribution.

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We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's website at www.sec.gov and our website at www.xpo.com. The contents of our website are not incorporated by reference into or otherwise part of this prospectus supplement, and our website address is included as an inactive textual reference only. We also furnish our stockholders with annual reports containing consolidated financial statements audited by an independent accounting firm. You may also read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room.

We are "incorporating by reference" into this prospectus supplement specific documents that we file with the SEC, which means that we can disclose important information to you by referring you to those documents that are considered part of this prospectus supplement. Information that we file subsequently with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below, and any future documents that we file with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, including any such documents filed after the date of the initial registration statement and prior to effectiveness of the registration statement, until all of the securities offered hereby are sold. The prospectus accompanying this prospectus supplement is part of a registration statement filed with the SEC.

We are "incorporating by reference" into this prospectus supplement the following documents that we have filed with the SEC and our future filings with the SEC (other than information furnished and not filed under Item 2.02 or 7.01 in current reports on Form 8-K) under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 until this offering is completed:

- Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed with the SEC on February 23, 2015;
- Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2015 filed with the SEC on May 7, 2015;
- Current Reports on Form 8-K filed with the SEC on November 3, 2014 (an amendment on Form 8-K/A), January 16, 2015, February 5, 2015, February 13, 2015, February 20, 2015, March 5, 2015, April 29, 2015, May 7, 2015, May 21, 2015, June 1, 2015 (an amendment on Form 8-K/A), June 1, 2015, June 2, 2015, June 4, 2015, June 15, 2015; and June 26, 2015 and
- The description of our Common Stock contained in our Registration Statement on Form 8-A, filed with the SEC on June 12, 2012, including any amendment or report filed for the purpose of updating such description.

We will provide to each person, including any beneficial owner, to whom a prospectus supplement is delivered, upon written or oral request and without charge, a copy of the documents referred to above that we have incorporated in this prospectus supplement by reference but not delivered with the prospectus supplement. You can obtain free copies of such documents if you call us at (855) 976-4636 or write us at the following address: Five Greenwich Office Park, Greenwich, Connecticut 06831. You may also visit our website at www.xpo.com for free copies of any such document.

This prospectus supplement and the accompanying prospectus or information incorporated by reference herein or therein may contain summaries of certain agreements that we have filed as exhibits to various SEC filings. The descriptions of these agreements contained in this prospectus supplement, the accompanying prospectus or information incorporated by reference herein or therein do not purport to be complete and are subject to, or qualified in their entirety by reference to, the definitive agreements. Copies of the definitive agreements will be made available without charge to you by making a written or oral request to us.

You should not assume that the information in this document is accurate as of any date other than that on the front cover of this prospectus supplement. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained herein, in any other subsequently filed document which also is or is deemed to be incorporated by reference herein or in the accompanying prospectus, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified and superseded, to constitute a part of this prospectus supplement.

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LEGAL MATTERS

Certain matters with respect to the validity of the securities offered pursuant to this prospectus supplement will be passed upon by Wachtell, Lipton, Rosen & Katz.

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The consolidated financial statements of XPO Logistics, Inc. as of December 31, 2014 and 2013, and for each of the years in the three-year period ended December 31, 2014, and management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2014, incorporated by reference in this offering memorandum, have been audited by KPMG LLP, independent registered public accounting firm, as stated in their report appearing therein. Such financial statements are incorporated herein by reference.

The report dated February 23, 2015, on the effectiveness of internal control over financial reporting as of December 31, 2014, contains an explanatory paragraph that states XPO Logistics, Inc. acquired Simply Logistics Inc. d/b/a Atlantic Central Logistics ("ACL"), and New Breed Holding Company ("New Breed") during 2014, and management excluded from its assessment of the effectiveness of XPO's internal control over financial reporting as of December 31, 2014, ACL's and New Breed's internal control over financial reporting associated with total assets of \$864,064,211 and total revenues of \$258,587,775 included in the consolidated financial statements of XPO Logistics, Inc. and subsidiaries as of and for the year ended December 31, 2014. The audit of internal control over financial reporting of XPO Logistics, Inc. also excluded an evaluation of the internal control over financial reporting of ACL and New Breed.

The consolidated financial statements of Pacer International, Inc. as of December 31, 2013 and 2012, and for each of the years in the three-year period ended December 31, 2013, included as an exhibit to our Current Report on Form 8-K/A filed with the SEC on May 23, 2014 and incorporated by reference in this offering memorandum, have been audited by KPMG LLP, independent registered public accounting firm, as stated in their report therein. Such financial statements are incorporated herein by reference.

The consolidated financial statements of New Breed Holding Company as of December 31, 2013 and December 31, 2012 and for each of the three years in the period ended December 31, 2013, included as an exhibit to our Current Report on Form 8-K/A filed with the SEC on have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

INDEPENDENT AUDITORS

The audited consolidated financial statements of Norbert Dentressangle SA as of December 31, 2014, December 31, 2013 and December 31, 2012 and for each of the years then ended, that are included in this offering memorandum, have been audited in conformity with auditing principles generally accepted in the United States of America by Ernst & Young et Autres and Grant Thornton, independent auditors, as stated in their independent auditors' audit report included in this offering memorandum.

The unaudited condensed interim consolidated financial statements of Norbert Dentressangle SA as of March 31, 2015 and for the quarters ended March 31, 2015 and March 31, 2014 that are included in this offering memorandum have been reviewed in conformity with auditing principles generally accepted in the United States of America by Ernst & Young et Autres and Grant Thornton, independent auditors, as stated in their independent auditors' review report included in this offering memorandum.

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XPO Logistics, Inc.

Five Greenwich Office Park
Greenwich, Connecticut 06831

**3,185 Shares of Selling Securityholder Preferred Stock
446,167 Selling Securityholder Warrants
901,167 Shares of Common Stock Issued or Issuable upon Conversion or Exercise
Offered by the Selling Securityholders**

The selling securityholders identified in this prospectus may offer and sell up to 3,185 shares of Selling Securityholder Preferred Stock, up to 446,167 Selling Securityholder Warrants and up to 901,167 shares of Common Stock issued or issuable upon conversion of the Selling Securityholder Preferred Stock or exercise of the Selling Securityholder Warrants from time to time under this prospectus and any prospectus supplement. We will not receive any of the proceeds from the sale of shares of Selling Securityholder Preferred Stock, Selling Securityholder Warrants and/or shares of Common Stock by the selling securityholders. We have paid the fees and expenses incident to the registration of the shares of Selling Securityholder Preferred Stock, Selling Securityholder Warrants and shares of Common Stock for sale by the selling securityholders. Our registration of the Shares of Selling Securityholder Preferred Stock, Selling Securityholder Warrants and the shares of Common Stock issued or issuable upon conversion or exercise by the selling securityholders covered by this prospectus does not mean that the selling securityholders will offer or sell any of the securities. The selling securityholders may sell the securities covered by this prospectus in a number of different ways and at varying prices. We provide more information about how the selling securityholders may sell the securities in the section titled "Plan of Distribution" beginning on page 31.

Investing in our securities involves risks. You should read this prospectus, including the [risk factors](#) incorporated herein by reference on page 5, and in any applicable prospectus supplement, carefully before you invest.

The shares of Common Stock are listed on the New York Stock Exchange ("[NYSE](#)") under the trading symbol "XPO." Other than for shares of Common Stock, there is no market for the other securities we may offer. On March 12, 2015, the last reported sale price of our Common Stock on NYSE was \$46.24 per share.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is March 13, 2015

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[Table of Contents](#)**ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement on Form S-3 (the “registration statement”) that we filed with the Securities and Exchange Commission (the “SEC”) using a “shelf” registration process. Under the shelf registration process, the selling securityholders may, from time to time, sell the offered securities described in this prospectus in one or more offerings. Specific information about the offering may also be included in a prospectus supplement, which may update or change information included in this prospectus, including the identity of the selling securityholders.

You should read both this prospectus and any prospectus supplement, together with additional information described below under the caption “Where You Can Find More Information.” You should rely only on the information contained in or incorporated by reference into this prospectus and any applicable prospectus supplements. Such documents contain important information you should consider when making your investment decision. We have not authorized anyone to provide you with different or additional information. The selling securityholders are offering to sell and seeking offers to buy shares of Selling Securityholder Preferred Stock, Selling Securityholder Warrants and/or shares of Common Stock only in jurisdictions in which offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of securities.

In this prospectus, unless the context otherwise requires or unless the applicable prospectus supplement otherwise indicates, all references to: (i) the “Company,” “XPO,” “we,” “us” and “our” mean XPO Logistics, Inc., a Delaware corporation, and/or its subsidiaries; (ii) “securities” mean, collectively, shares of Common Stock, shares of Selling Securityholder Preferred Stock and Selling Securityholder Warrants; (iii) “Common Stock” mean shares of common stock of the Company, par value \$0.001 per share; (iv) “Selling Securityholder Preferred Stock” mean the 3,185 shares of Series A Convertible Perpetual Preferred Stock of the Company that may be offered and sold by the selling securityholders pursuant to the registration statement to which this prospectus relates; and (v) “Selling Securityholder Warrants” mean the 446,167 warrants to purchase Common Stock at an initial exercise price of \$7.00 per share of Common Stock that may be offered and sold by the selling securityholders pursuant to the registration statement to which this prospectus relates.

This prospectus contains summaries of certain provisions contained in some of the documents described herein. Please refer to the actual documents for complete information. All of the summaries are qualified in their entirety by the actual documents. Copies of the documents referred to herein have been filed or will be filed or incorporated by reference as exhibits to the registration statement of which this prospectus is a part, and you may obtain copies of those documents as described below under “Where You Can Find More Information.”

We have not authorized any person to provide you with any information other than that contained in or incorporated by reference into this prospectus or any prospectus supplement or that is contained in any free writing prospectus issued by us. We take no responsibility for, and can provide no assurances as to the reliability of, any other information that others may give you. You should assume that the information appearing in this prospectus or in any prospectus supplement is accurate as of the date on the front cover of those documents only. Our business, financial condition, results of operations and prospects may have changed since that date.

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This prospectus, including the documents we incorporate herein by reference, contains, and the Company may from time to time make, written or oral “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as “anticipate,” “estimate,” “believe,” “continue,” “could,” “intend,” “may,” “plan,” “potential,” “predict,” “should,” “will,” “expect,” “objective,” “projection,” “forecast,” “goal,” “guidance,” “outlook,” “effort,” “target” or the negative of these terms or other comparable terms. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to a material difference include, but are not limited to, those discussed elsewhere in this prospectus, the risks discussed in our other filings with the SEC and the following: economic conditions generally; competition; our ability to find suitable acquisition candidates and execute our acquisition strategy; the expected impact of the acquisitions, including the expected impact on our results of operations; our ability to successfully integrate and realize anticipated synergies and cost savings with respect to acquired companies; our ability to raise capital; our ability to attract and retain key employees to execute our growth strategy, including acquired companies’ management teams; the ability to develop and implement a suitable information technology system; litigation, including litigation related to alleged misclassification of independent contractors; the ability to maintain positive relationships with our networks of third-party transportation providers; the ability to retain our and acquired companies’ largest customers; rail and other network changes; weather and other service disruptions; and governmental regulation. All forward-looking statements set forth in this prospectus are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequence to or effects on us or our business or operations. Forward-looking statements set forth in this prospectus speak only as of the date hereof and we do not undertake any obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events, except as required by law.